

ZIONS BANCORPORATION

April 28, 2014

Laurie A. Rea
Director, Office of Secondary Market Oversight
Farm Credit Administration
1501 Farm Credit Drive
McLean, VA 22102-5090

Via Electronic Mail to reg-comm@fca.gov

Re: Advance Notice of Proposed Rulemaking: "Federal
Agricultural Mortgage Corporation Governance; Farmer Mac
Corporate Governance and Standards of Conduct" 12 CFR Part
651, RIN 3052-AC89, February 25, 2014

Dear Ms. Rea:

Zions Bancorporation, along with two of its wholly owned subsidiaries, Zions First National Bank and National Bank of Arizona (collectively, "Zions"), together comprise the largest voting stockholder of the Federal Agricultural Mortgage Corporation ("Farmer Mac"). Zions' holdings of 322,100 shares of Farmer Mac Class A voting common stock equates to approximately 31% of Farmer Mac's outstanding Class A voting common stock and approximately 21% of all of Farmer Mac's voting common stock. Zions is pleased to respond to the request for public comment on the advance notice of proposed rulemaking (the "ANPRM") published by the Farm Credit Administration (the "FCA") regarding the FCA's consideration of regulations related to Farmer Mac's board governance and standards of conduct. Our comments will primarily focus on Questions 4 through 7 of the ANPRM related to director nominations and elections and Questions 8 through 10 of the ANPRM related to director representational and fiduciary duties.

Farmer Mac Director Nomination and Election Process

As the largest holder of Farmer Mac's voting common stock, Zions has a unique perspective on Farmer Mac's board governance. Based on our long experience as a significant holder of Farmer Mac's voting common stock, dating back to Farmer Mac's early years, we believe that Farmer Mac's recently enhanced director nomination and election process has been properly designed and implemented for the reasons set forth below in this letter. As a result, we are more than satisfied with the process now in place and believe that there is no reason to change it. We do not believe that any new regulations in the area of Farmer Mac's board governance prescribing the details of Farmer Mac's nominating committee, the role of Farmer Mac's appointed directors in the nominating process, or other director nomination guidelines are warranted.

As a publicly-traded corporation registered with the U.S. Securities and Exchange Commission (the “SEC”) and also subject to the requirements of two national securities exchanges, specifically the NASDAQ Global Select Market (“NASDAQ”) and the New York Stock Exchange (“NYSE”) due to its exchange-listed equity and debt securities, Zions is very well-versed with regard to best practices in the corporate governance arena. As a result of the extensive oversight provided by the SEC, NASDAQ, and the NYSE, Zions understands the importance of remaining abreast of corporate governance trends and practices and tailoring such trends and practices to the evolving needs of Zions and its stockholders. We are particularly aware of the importance of maintaining a manageable and transparent process by which our stockholders may properly bring business before our annual meeting of stockholders, as we adopted advance notice provisions for stockholder director nominations and proposals in our bylaws in the early 2000s. We therefore welcome Farmer Mac’s recent efforts to upgrade and modernize its director nomination and election process to conform to practices. Our advance notice bylaw provisions have stood the test of time and have worked efficiently, as our stockholders have utilized such provisions in submitting various proposals for a stockholder vote.

As part of our current process for stockholder director nominations, we require that stockholders provide the following information: (1) information related to the proposing stockholder, including name, address, and stock ownership in Zions; (2) information related to the director nominee, including name, age, business/residential addresses, principal occupation or employment, and the number of shares of Zions owned by the nominee; (3) a description of all arrangements and understandings between the stockholder and the nominee pursuant to which the nomination is to be made; and (4) other information concerning the nominee as would be required in a proxy statement soliciting proxies for the election of the nominee under the rules of the SEC. This is similar to the advance notice provisions that Farmer Mac and a vast majority of other publicly-traded companies have adopted related to stockholder director nominations. Furthermore, Zions’ bylaws require significantly more advance notice regarding stockholder director nominations and proposals (i.e., at least 120 days but not more than 150 days before the first anniversary of the date of release of the proxy statement to Zions’ stockholders the preceding year) than the new provisions adopted by Farmer Mac (i.e., at least 90 days but not more than 120 days before the first anniversary of the immediately preceding year’s annual meeting of stockholders). It is thus apparent to Zions that Farmer Mac has carefully considered its circumstances and those of its stockholders and has tailored its adoption of advance notice provisions to such circumstances. We believe that Farmer Mac’s proactive approach to enhancing its corporate governance by espousing well-known practices can only benefit Farmer Mac’s stockholders as whole, including Zions.

Furthermore, we believe that Farmer Mac’s existing Corporate Governance Committee structure is appropriate and consistent with best practices in corporate governance, appropriately promotes the representative character of that Committee by including individuals from different perspectives, and effectively assists in furthering Farmer Mac’s public mission. For as long as Zions has been a stockholder of Farmer Mac, it has never encountered difficulties with Farmer Mac’s director nomination process, which has been overseen by Farmer Mac’s Corporate

Governance Committee, and Zions fully supports any enhancements made to the director nomination process to ensure an equal opportunity is available in representing all of Farmer Mac's stockholders. Additionally, the inclusion of appointed members in Farmer Mac's director nomination process ensures that the appropriate accountability, balance, and oversight exist with regard to advancing Farmer Mac's public mission. Specifically, Farmer Mac's Class A and Class B voting stockholders are prevented from narrowly focusing the direction of Farmer Mac's operations and business towards activities that would significantly benefit the constituents of one class over the other. We therefore believe that the FCA should refrain from adopting regulations that impact the current structure and procedures related to director nominations of Farmer Mac's Corporate Governance Committee.

Director Representational and Fiduciary Duties

Zions also has a unique perspective on the functioning of Farmer Mac's Board of Directors as a whole, as David Hemingway (the undersigned on behalf of Zions) served as a director of Farmer Mac from 1996 to 2004. As a result of Mr. Hemingway's service as a Farmer Mac director, Zions appreciates that the distinctive structure of Farmer Mac's Board of Directors – with two classes of its Voting Common Stock each electing one-third of the Board and the other one-third being filled by directors appointed by the President of the United States – allows collaboration between traditional competitors to further Farmer Mac's public mission and the common goal of financing rural America. However, Zions also strongly believes that the dialogue between Farmer Mac's directors regarding important business and competitive matters should remain within the confines of the boardroom, as the communication of non-public or competitively sensitive information by a director with selected stockholders in the name of "transparency" to the stockholders represented would not only be ethically and legally questionable, but would also inevitably chill discussions among the board members. Any discouragement of open and honest dialogue between Farmer Mac's board members would most certainly be detrimental to the fulfillment of Farmer Mac's public mission.

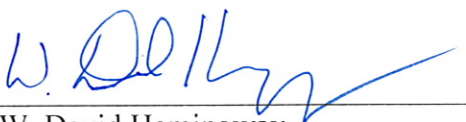
In view of the above, Zions supports the various safeguards, including confidentiality agreements and prospective director agreements, that Farmer Mac has recently adopted to ensure that Farmer Mac's proprietary information remains secure and confidential and that its directors fully comply with their fiduciary duties in line with well-established principles of corporate law. Zions does not believe that a director's "representative" relationship with a voting stockholder or a voting class of Farmer Mac's common stock signifies that the voting stockholder or such class should be privy to information to which not all other stockholders of Farmer Mac are privy. Since Mr. Hemingway left Farmer Mac's Board nearly ten years ago, Zions has been directly responsible for electing members to Farmer Mac's Board as the largest Class A stockholder, but Zions has not recommended or nominated any individuals with an official affiliation with Zions. Zions certainly does not expect to receive any special or favorable treatment or information from any director it supports by virtue of its status as Farmer Mac's largest stockholder, as this might not only implicate the federal securities laws, but might also violate the director's fiduciary duties to Farmer Mac. A "representational relationship" in our view signifies the ability of Farmer Mac's voting common stockholders to elect members of the Board to ensure that distinct perspectives are brought before Farmer Mac's Board for consideration in an effort to ultimately

lead to a consensus on what is in Farmer Mac's best interests and how to best promote Farmer Mac's public mission.

We believe that Farmer Mac's current board governance structure is well-matched to meet the objectives of furthering Farmer Mac's public mission, and we do not believe that the FCA should entertain changes to Farmer Mac's director elections and nomination process or prescribe how Farmer Mac directors should fulfill their fiduciary duties to Farmer Mac. We appreciate this opportunity to provide our insight on certain matters being considered by the FCA as related to Farmer Mac's governance structure and standards of conduct, and we ask that the FCA consider our viewpoint before proposing any rules on these matters.

Very truly yours,

ZIONS BANCORPORATION

By 
W. David Hemingway
Executive Vice President
and Chief Investment Officer